RECORDATION NO. 18701-F FILED

JUN 30 '99 1:30 PM

ALVORD AND ALVORD
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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

June 30, 1999

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment, dated as of June 29, 1999, and secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Schedule No. 2 to the Memorandum of Lease Agreement which was previously filed with the Commission under Recordation Number 18701.

The names and addresses of the parties to the enclosed document are:

Assignor: FMB Bank (formerly The First National Bank of Maryland)
25 South Charles Street
Baltimore, Maryland 21201

Assignee: ICX Corporation
3 Summit Park Drive, Suite 200
Cleveland, Ohio 44131

A description of the railroad equipment covered by the enclosed document is:

Set forth on Exhibit A attached to the Assignment

#3564

Also enclosed is a check in the amount of $26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

Robert W. Alvord

RWA/bg
Enclosures

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MEMORANDUM OF ASSIGNMENT
OF SCHEDULE NO. 1, SCHEDULE NO. 2 AND SCHEDULE NO. 3 TO
LEASE AGREEMENT

THIS MEMORANDUM OF ASSIGNMENT OF SCHEDULE NO. 1, SCHEDULE NO. 2 AND SCHEDULE NO. 3 TO LEASE AGREEMENT (this "Memorandum") is made as of June 29, 1999 by FMB BANK (formerly known as The First National Bank of Maryland), a Maryland banking corporation (the "Assignor"), and ICX CORPORATION, an Ohio corporation (the "Assignee").

A. The Assignor and the Assignee are parties to that certain Transfer Agreement (the "Transfer Agreement") dated as of June 29, 1999 pursuant to which the Assignor assigned to the Assignee and the Assignee purchased from the Assignor all of the Assignor's right, title and interest in and to Schedule No. 1 dated February 1, 1992, Schedule No. 2 dated January 6, 1994 and Schedule No. 3 dated January 9, 1994, each issued pursuant to the Lease Agreement dated February 1, 1992 (collectively, the "Lease") between Assignor, as successor lessor, and Union Pacific Railroad Company, as successor lessee ("Lessee").

B. Pursuant to the Lease, Assignor has leased to Lessee certain railcars as described on Exhibit A attached hereto and made a part hereof.

C. A Memorandum of the Lease Agreement, and Schedule No. 1 thereto, both dated February 1, 1992, was recorded with the Interstate Commerce Commission (the "Commission") on September 25, 1992, under Recordation No. 17946.

D. Schedule No. 2, dated January 6, 1994, to the Memorandum of Lease Agreement, dated February 1, 1992, was filed with the Commission on February 16, 1994, under Recordation No. 18701.

E. Schedule No. 3, dated January 9, 1994, to the Memorandum of Lease Agreement, dated February 1, 1992, was filed with the Commission on February 17, 1994, under Recordation Number 18705.

[SIGNATURES APPEAR ON FOLLOWING PAGE]

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the date first above written.

FMB BANK (formerly known as The First National Bank of Maryland)

By:_____(SEAL)
Richard M. Folio
Vice President

ICX CORPORATION

By:_____(SEAL)
Name:
Title:

STATE OF MARYLAND, CITY OF BALTIMORE, TO WIT:

On this 29th day of June, 1999, before me, a Notary Public of the City and State aforesaid, personally appeared Richard M. Folio, to me personally known, who being by me duly sworn, says that he is a Vice President of FMB Bank (formerly known as The First National Bank of Maryland), a Maryland banking corporation, that the seal affixed to the foregoing instrument is the seal of said association, that said instrument was signed and sealed on behalf of said association by authority of the Executive Committee of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

AS WITNESS my hand and notarial seal.

Deborah J. Hooper
Notary Public

DEBORAH J. HOOPER NOTARY PUBLIC ANNE ARUNDEL CO., MD.

My Commission Expires: 7/1/02

STATE OF OHIO, COUNTY OF _____, TO WIT:

On this 29th day of June, 1999, before me, a Notary Public of the County and State aforesaid, personally appeared _____ to me personally known, who being by me duly sworn, says that he is the duly authorized representative of ICX Corporation, that the seal affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

AS WITNESS my hand and notarial seal.

_____
Notary Public

My Commission Expires:

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the date first above written.

FMB BANK (formerly known as The First National Bank of Maryland)

By:_____(SEAL)
Richard M. Folio
Vice President

ICX CORPORATION

By:_____(SEAL)
Name:
Title: JAMES T. LOVINS
SENIOR VICE PRESIDENT
AND TREASURER

STATE OF MARYLAND, CITY OF BALTIMORE, TO WIT:

On this 29th day of June, 1999, before me, a Notary Public of the City and State aforesaid, personally appeared Richard M. Folio, to me personally known, who being by me duly sworn, says that he is a Vice President of FMB Bank (formerly known as The First National Bank of Maryland), a Maryland banking corporation, that the seal affixed to the foregoing instrument is the seal of said association, that said instrument was signed and sealed on behalf of said association by authority of the Executive Committee of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

AS WITNESS my hand and notarial seal.

_____
Notary Public

My Commission Expires:

STATE OF OHIO, COUNTY OF Cuyahoga, TO WIT:

On this 29th day of June, 1999, before me, a Notary Public of the County and State aforesaid, personally appeared JAMES T. LOVINOS to me personally known, who being by me duly sworn, says that he is the duly authorized representative of ICX Corporation, that the seal affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

AS WITNESS my hand and notarial seal.

Roberta L. Evans
Notary Public
Roberta L. Evans
Notary Public
My Commission Expires
November 13, 1999

My Commission Expires:

EXHIBIT A

DESCRIPTION OF RAILCARS

Schedule No. 1: One hundred ninety-five (195) mechanical refrigerator cars bearing marks and numbers VCY25000 through VCY25032, inclusive; VCY25034 through VCY25048, inclusive; VCY25050 through VCY25057, inclusive; VCY25059 through VCY25143, inclusive; VCY25145 through VCY25157, inclusive; and VCY25159 through VCY25199, inclusive.

Schedule No. 2: Ninety-nine (99) mechanical refrigerator cars bearing marks and numbers VCY25200 through VCY25288, inclusive; and VCY25290 through VCY25299, inclusive.

Schedule No. 3: Ninety-eight (98) mechanical refrigerator cars bearing marks and numbers VCY25300 through VCY25337, inclusive; VCY25339 through VCY25352, inclusive; and VCY25354 through VCY25399, inclusive.